ALVORD AND ALVORD

ATTORNEYS AT LAW 918 SIXTEENTH STREET, N.W. SUITE 200

Washington, D.C.

20006-29*7*3

OF COUNSEL URBAN A. LESTER

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

> (202) 393-2266 Fax (202) 393-2156

December 4, 1998

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 24, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:

ATEL Leasing Corporation 235 Pine Street, 6th Floor

San Francisco, California 94104

Lessee:

Railcar, Ltd.

1819 Peachtree Road, N.E., Suite 315

Atlanta, Georgia 30309

A description of the railroad equipment covered by the enclosed document is:

70 Railcars CNA 406200 through CNA 406269

75 Railcars GNRR 5950 through GNRR 6024

12 Railcars RMGX 5000 through RMGX 5011

Mr. Vernon A. Williams December 4, 1998 Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

SURFACE TRANSPORTATION BOARD WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

DATE: 12-4-98

Alvord and Alvord 918 Sixteenth Street, NW Suite 200 Washington, DC 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 12-4-98 at 1:20 PM , and

assigned recordation number(s). 21831.

Sincerely Yours,

Vernon A. Williams

Secretary

Enclosure(s)

\$\frac{26.00}{}\$ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine, your document.

Signature

DEC 4 '98

1-20 PM

MEMORANDUM OF LEASE

On November 25, 1998, ATEL LEASING CORPORATION, a California corporation as lessor ("Lessor"), and RAILCAR, LTD., a Georgia corporation ("Lessee"), entered into the Variable Rate Lease Agreement RAIL2 and Schedule 1 thereto (hereinafter referred to as the "Lease");

WHEREBY Lessor did lease to Lessee those certain (70) Thrall manufactured Plate F Box Cars (CNA 406200-406269 inclusive); (75) Thrall manufactured AAR Car type Gondolas (GNRR 5950-6049 6024 inclusive); and (12) ACF Industries manufactured covered Hopper Cars (RMGX 5000-5011 inclusive), identified on Exhibit A thereto, on the terms and conditions more fully set forth therein.

arti.

Lessor: ATEL LEASING CORPORATION	Lessee: RAILCAR, LTD.
Title: Dean Cash President	By: Mht Title: Exec U. P
STATE OF CALIFORNIA } State OF CALIFORNIA } COUNTY OF SAN FRANCISCO } On	STATE OF LONG } COUNTY OF LICAL } COUNTY OF LICAL } Che undersigned offiner, personally appeared lical personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) subscribed to this instrument and acknowledged to me that executed the

witness my hand and official seal.

Witness my
Notary Public

My Commission expires: September 15, 1999

My Commission

(Notarial Seal)

the instrument.



instrument the person, or the entity upon

behalf of which the person acted, executed

which the person(s) acted, executed the instrument.

WITNEAS my hand and official seal.

Notary Public

My Commission expires:

that by K: signature(s) on the instrument

the person(s), or the entity upon behalf of

(Notarial Seal)

